

PART II – OTHER INFORMATION

Item 1 – Legal Proceedings.

We are not a party to any litigation that we believe could have a material adverse effect on us or our business. Federal and state regulations governing 9-1-1 service provisioning have typically applied to local exchange services providers. We plan to provide 9-1-1 services directly to state and local governments rather than local exchange carriers in certain areas. Since this is the first time that such services have been provided in this manner, the regulations are being challenged and clarified for the first time. We believe that the services we provide are within the scope of the existing regulations and that any challenges to the regulations would be decided in our favor. However, if the regulations are challenged and are not decided in our favor, we may be prohibited from expanding our services to certain markets.

Item 2 – Changes in Securities and Use of Proceeds.

On June 29, 1998, we consummated our initial public offering of our common stock. The estimated net offering proceeds to us after deducting the foregoing discounts, commissions, fees and expenses were \$25,988,400, of which \$3,510,400 relates to the exercise of the underwriters' over-allotment option on July 22, 1998. Through June 30, 2000, the proceeds of the offering have been applied as follows:

| | |
|--|--------------|
| Aggregate offering price | \$28,980,000 |
| Direct and indirect payment to others for: | |
| Underwriting discounts and commissions | 2,028,600 |
| Other offering expenses | 963,000 |
| Construction of building and facilities | 300,000 |
| Capital lease payment to receive discount | 2,878,500 |
| Repayment of indebtedness | 4,610,000 |
| 9-1-1 SafetyNet initiative | 1,300,000 |

None of such payments were direct or indirect payments to our directors, officers, general partners or their associates or to persons owning 10% or more of any class of our equity securities or to our affiliates. We expect to use up to \$13 million of our remaining net proceeds in 2000 for research, development and marketing to expand our product offerings, as well as for general corporate purposes, including working capital. A portion of the net proceeds also may be used for the acquisition of businesses, products and technologies that are complementary to ours. We invested a portion of the remaining proceeds in an investment portfolio consisting mostly of high-grade bonds and commercial paper.

Item 3 – Defaults on Senior Securities.

None.

Item 4 – Submission of Matters to a Vote of Security Holders.

- a) On June 27, 2000, we held our 2000 Annual Meeting of Stockholders (the "Annual Meeting").
- b) One matter voted on at the Annual Meeting was the election of seven directors. The seven nominees, who were existing directors and nominees of our Board of Directors, were re-elected at our Annual Meeting as directors, receiving the number of votes for election and abstentions as set forth next to their respective names below:

| NOMINEE FOR DIRECTOR | FOR | WITHHELD | ABSTAIN |
|-----------------------|------------|----------|---------|
| George K. Heinrichs | 10,300,769 | 442,649 | 486,627 |
| Stephen O. James | 10,300,769 | 442,649 | 486,627 |
| David Kronfeld | 10,300,769 | 442,649 | 486,627 |
| Phillip B. Livingston | 10,300,769 | 442,649 | 486,627 |
| Mary Beth Vitale | 10,300,207 | 442,211 | 487,627 |
| Winston J. Wade | 10,300,207 | 442,211 | 487,627 |
| Darrell A. Williams | 10,300,769 | 442,649 | 486,627 |

c) The following additional matters were separately voted upon at the Annual Meeting and received the votes of the holders of the number of shares of our common stock voted in person or by proxy at the Annual Meeting and the percentage of total votes cast as indicated below:

1. Creation of a classified board of directors by dividing the Board of Directors into three classes with staggered terms:

| | |
|------------------|-----------|
| For | 5,626,341 |
| Against | 1,184,206 |
| Broker non-votes | 3,925,761 |
| Abstain | 493,737 |

2. Increase the authorized shares for the 1998 Stock Incentive Plan:

| | |
|------------------|-----------|
| For | 5,578,065 |
| Against | 1,202,878 |
| Broker non-votes | 3,925,761 |
| Abstain | 523,341 |

3. Ratification of selection of Arthur Andersen LLP as independent accountants for 2000 fiscal year:

| | |
|---------|------------|
| For | 10,721,388 |
| Against | 18,480 |
| Abstain | 490,177 |

d) Not applicable.

Item 5 – Other Information.

None.

Item 6 – Exhibits and Reports on Form 8-K.

- (a) Exhibits.

10.24 – Genesis Select Corporation and SCC Communications Corp. Common Stock Purchase Warrant Agreement, dated April 19, 2000

10.25 – Leopard Communications and SCC Communications Corp. Common Stock Purchase Warrant Agreement, dated April 19, 2000

10.26 – Employment Agreement between Carol Nelson and SCC Communications Corp.

27.1 – Financial Data Schedule

- (b) Reports on Form 8-K.

None.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

SCC Communications Corp.
(Registrant)

August 14, 2000

Date

\s\ George K. Heinrichs

George K. Heinrichs, President
and Chief Executive Officer

August 14, 2000

Date

\s\ Carol Nelson

Carol Nelson, Chief
Financial Officer

Exhibit D
SCC's Annual Report, SEC Form 10-K, and SEC Form 10-Q
114 Pages
September 14, 2000